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ATTORNEYS FOR TEXAS
INSTRUMENTS INCORPORATED

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	Chapter 11
DELPHI CORPORATION, <u>et. al.</u> ,	05-44481 (RDD)
Debtors.	(Jointly Administered)

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RECLAMATION DEMAND OF TEXAS INSTRUMENTS INCORPORATED

COMES NOW Texas Instruments Incorporated (“TI”) and, pursuant to: (i) the *Order Under 11 U.S.C. §§ 362, 503, and 546 and Fed. R. Banker. P. 9019 Establishing Procedures for the Treatment of Reclamation Claims* (the “Reclamation Order”) [docket no. 230]; (ii) 11 U.S.C. § 546(c); (iii) section 440.2702 of the Michigan Compiled Laws, section 2.702 of the Texas Business and Commerce Code, section 26-1-2-702 of the Indiana Statutes Annotated, and any and all similar statutes of any and all of the several States whose laws govern or are otherwise applicable to the transactions the subject hereof; and (iv) TI’s common law rights under the laws of any and all of the several States whose laws govern or are otherwise applicable to the transactions the subject hereof, TI hereby demands from Delphi Corporation and its affiliated debtors and debtors-in-possession being jointly administered in the above-referenced bankruptcy case (collectively, the “Debtors”) the immediate return and reclamation of the goods

(collectively, the “Goods”) identified on the invoices attached hereto as Exhibit “A”, totaling approximately \$2,613,764.04 in value.

If said Goods are not returned to TI, or to the extent that they are not so returned, TI hereby asserts an administrative expense claim (the “Reclamation Claim”) under 11 U.S.C. § 503(b) in the amount of \$2,613,764.04, or such other amount representing the invoiced value of those Goods not returned, pursuant to the provisions of the Reclamation Order and 11 U.S.C. § 546(c)(2)(A).

The filing of this Demand and of this Reclamation Claim is without prejudice to any claims, defenses, setoffs, recoupment rights, and any other rights that TI may have, whether prepetition or postpetition, contingent or uncontingent, liquidated or unliquidated, and the assertion of this Demand and Reclamation Claim shall in no way prejudice or limit TI’s ability to assert any and all other claims that it may have. TI expressly reserves the right to amend and/or supplement this Demand and this Reclamation Claim as otherwise appropriate, to assert other administrative expense or postpetition claims, and to assert prepetition claims of any and all types and priorities.

SUBMITTED this 17th day of October, 2005.

MUNSCH HARDT KOPF & HARR, P.C.

By: /s/ Raymond J. Urbanik
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CERTIFICATE OF SERVICE

The undersigned hereby certifies that, on this the 17th day of October, 2005, he caused true and correct copies of this Demand, together with all exhibits thereto, to be served, by U.S. certified mail, postage prepaid, on the following parties:

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED
7117 7792 8431 9000 1201**

Skadden, Arps, Slate, Meagher & Flom LLP
Attn: John Wm. Butler Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED
7117 7792 8431 9000 1225**

United States Trustee
Attn: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, NY 10004

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED
7117 7792 8431 9000 1218**

Skadden, Arps, Slate, Meagher & Flom LLP
Attn: Kayalyn A. Marafioti, Esq.
Four Times Square
New York, NY 10036

By: /s/ Raymond J. Urbanik
Raymond J. Urbanik, Esq.